

The Governance Policies of the Corporation of South Essex College

The Corporation of South Essex College of Further and Higher Education

GOVERNANCE POLICIES

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INTRODUCTION

This document replaces the previous three separate documents, “Standing Orders for the Conduct of Meetings”, “Governance and the Delegation of Powers” and “The Code of Conduct for Members of the Corporation” and consolidates them into one volume of Governance Policies. This provides a complete guide to the rules, byelaws and principles by which the Corporation conducts and organises its business and the standards and expectations of collective and individual behaviour that the Corporation upholds.

Within these documents, the following terminology is used:

- Corporation to describe the Governing Body or Board of Governors
- Members to describe Governors of South Essex College

In everyday business, it is likely that the terms ‘Board’ and ‘Governors’ will also be used.

Nothing in these documents overrides the provisions of the Instrument and Articles of Government¹ of South Essex College which are the primary authority for guidance on the conduct of the Corporation’s business. However, these documents set out supplementary rules and protocols which have been adopted by the Corporation to ensure effective and efficient governance of the College. They are the authoritative source on these matters and replaces all previous decisions of the Corporation in these respects.

¹ Refers to the Instrument and Articles of Government prescribed by The Further Education Corporations (Former Further Education Colleges) (Replacement of Instruments and Articles of Government) Order 2007 which came into force on 1st January 2008 and The Further Education Corporations (Further Education Colleges) (Modification of Instruments and Articles of Government) Order 2010 which came into force on 1 April 2010 and the Further Education Corporations (Former Further Education Colleges) (Modifications of Instruments and Articles of Government) Order 2012 which came into Force on 31 March 2012.

PART ONE: STANDING ORDERS OF THE CORPORATION

1. GENERAL EXPECTATIONS OF MEMBERS

- 1.1 Every Member of the Corporation and of its committees (including co-opted members) shall be bound by these Orders and shall be expected to adhere to the seven principles of public life, as recommended by the Nolan Committee's report "Standards in Public Life". In summary, these are:
- selflessness;
 - integrity;
 - objectivity;
 - accountability;
 - openness;
 - honesty; and
 - leadership.
- 1.2 Members of the Corporation, whether full or co-opted governors, are also required to sign and observe the Code of Conduct for Members of the Corporation (Part Three of these policies) , which embodies the Nolan Principles and sets out the expectations and responsibilities of individual Members for observing the highest standards of behaviour and personal integrity.
- 1.3 It is the responsibility of the Clerk to the Corporation to interpret the following documents and to advise the Corporation (or if appropriate the Chair of the Corporation or the Chair of one of its committees) if at any time it appears that the Corporation (or an individual member of the Corporation) is in breach of the:
- Instrument and Articles of Government
 - Standing Orders for the Conduct of Meetings
 - The Scheme of Delegation
 - The Code of Conduct for Members of the Corporation
- 1.4 A number of other documents will be taken into account when conducting Corporation business, including:
- Education & Skills Funding Agency (ESFA) Conditions of Funding
 - ESFA Post 16 Audit Code of Practice
 - Any other regulatory guidance from the ESFA or Office for Students
 - Code of Good Governance for English Colleges
- 1.5 In addition to the documents referred to above, the Clerk will have regard to longstanding custom and practice as far as it relates to the work of the Corporation.

2. ATTENDANCE BY MEMBERS AT MEETINGS OF THE CORPORATION AND COMMITTEES

- 2.1 A Member shall attend, as far as is reasonably practicable, all meetings of the Corporation and those Committees of which s/he is a member. The Corporation has set a target of 75% attendance for all Members.
- 2.2 If unable to attend a meeting, Members shall notify the Clerk and will give as much notice as possible of their absence.
- 2.3 If the Clerk judges that a meeting will not be quorate, s/he will immediately inform the Chair. (See also Section 4)
- 2.4 The Clerk will maintain a register of attendance at all Corporation and Committee Meetings for future reference by Members and other interested parties, including disclosure in the College Annual Report.
- 2.5 The Corporation will consider removing a Member from office if s/he has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation; or if s/he is unable or unfit to discharge the functions of a Member. The Corporation will consider removing a committee member from a committee of the Corporation if s/he has been absent from meetings of the relevant committee for a period longer than six consecutive months without the permission of the Corporation; or if s/he is unable or unfit to discharge the functions of a member of that committee.
- 2.6 All of the provisions 2.1 to 2.5 will apply to any co-opted Members of the Corporation or its committees, but not to observers or other persons invited to meetings (e.g. members of the Senior Leadership Team)

3. MEMBERSHIP OF COMMITTEES

- 3.1 The Corporation shall determine the membership of the Corporation's Committees, having regard to the provisions of the Articles of Government. The membership will be set out within each Committee's Terms of Reference. Current membership of the Corporation and its Committees is shown at Appendix A.
- 3.2 Each Committee shall have the powers to appoint co-opted members within the provisions of its Terms of Reference. Such co-opted members shall have voting rights on the Committee to which they have been appointed.
- 3.3 Co-opted Committees members may attend full Corporation meetings by invitation but will not have voting rights at such meetings.
- 3.4 Each Committee will appoint a Chair from amongst its number at the first meeting of each academic year. Co-opted Committee members, the Principal and Chief Executive, and Staff and Student Members will not be eligible to be appointed as Chair of a Committee.
- 3.3 Committee memberships will be reviewed annually by the Search and Governance Committee before the end of the academic year enabling Committee memberships to be in place for the start of the next academic Year. Nominations

for Committee memberships will be sought from among the existing Corporation members, with the following exceptions:

- 3.3.1 In accordance with the ESFA Post 16 Audit Code of Practice, if there is a vacancy for a co-opted member of the Audit & Risk Committee, nominations may be sought from appropriate external bodies for a member with relevant skills and experience.
- 3.3.2 Student Members will not usually be eligible for appointment to committees, except the Curriculum and Quality Committee.
- 3.3.3 Staff Members will not be eligible for appointment to the Remuneration Committee.
- 3.4 In the event that the dismissal of a Senior Postholder is being considered, a Special Committee will be convened in accordance with Article 16 of the Articles of Government. The Special Committee will consist of at least three Corporation members. The Chair of the Corporation, the Vice-Chair/s, the Principal and Chief Executive and Staff and Student Members will not be eligible for membership of the Special Committee.
- 3.5 The Chair of the Corporation will always be a member of the Remuneration and Policy and Resources Committee but will not be Chair of either.

4. MEMBERSHIP OF THE CORPORATION AND ITS COMMITTEES, QUORUM AND FREQUENCY OF MEETINGS

- 4.1 Governors are appointed for a four-year term of office, apart from student governors who are appointed for the length of their time at the College.
- 4.2 Governors are eligible for reappointment at the recommendation of the Search and Governance Committee. Unless there are exceptional reasons otherwise, this will be for a maximum of one further four-year term (or eight years in total).
- 4.3 The determined membership of the Corporation and its Committees is as follows

	Determined Membership ¹	Quorum	Number of Meetings a year
Corporation	16 ²	40% of actual membership rounded up to nearest whole number	4
Policy and Resources Committee	6	3 external governors	5
Audit and Risk Committee	7 (5 governors + 2 co-opted)	4 (3 external governors)	4
Curriculum and Quality Committee	8	4	3
Search and	6	3	3

¹ Variable at the discretion of the Corporation

² Agreed Dec 2021.

Governance Committee			
Remuneration Committee	5	3	At least one
Special Committee	5	3	When required, in accordance with Article 10 of I&As

4.2 If the Clerk judges that a meeting will not be quorate, s/he will immediately inform the Chair.

- In the event that the number of Members present at a Corporation or Committee meeting does not constitute a quorum within 30 minutes of the advertised starting time, the meeting may not be held.
- If, in the course of a Corporation or Committee Meeting, the number of Members/Members present ceases to constitute a quorum, the meeting will no longer be an official meeting and may be terminated.

4.3 The Corporation may appoint any other person as a co-opted Member of the Corporation if, in the opinion of the Corporation, that person provides a set of skills and/or experiences which assists the Corporation in fulfilling its responsibilities. Co-opted Corporation members may not vote on a matter and will not count toward the quorum.

5. ACCESS TO MEETINGS OF THE CORPORATION

5.1 All Members of the Corporation and the Clerk will be entitled to attend all meetings of the Corporation.

5.2 No person other than a member of the Committee, the Clerk to the Corporation and, unless agreed otherwise, the Chair of Governors, shall be entitled to attend meetings of Committees except at the invitation of the Committee.

5.3 Members of the Senior Leadership Team of the College, and other staff, shall be entitled to attend all Corporation or Committee meetings at the invitation of the Chair of the Corporation or Committee.

5.4 The Corporation places responsibility on the Principal and Chief Executive and Clerk to ensure that Members of staff withdraw from meetings as and when the need arises, e.g., a conflict of interest as set out in the Instrument and Articles. Such an arrangement avoids potential embarrassment for all parties. If, however, one or more Members of the Corporation believe that any other person should withdraw from a meeting for a particular item they are required to bring this to the attention of the Chair meeting. The Corporation or the Committee will then decide on the matter, with advice from the Clerk.

6. AGENDAS FOR MEETINGS

6.1 The business of a formal meeting of the Corporation or any of its committees will be clearly set out in an agenda. The agenda will be determined by the Chair of the meeting taking account of advice from the Clerk and the Principal and Chief Executive (or, in the case of the Audit & Risk Committee, the Deputy Principal and Chief Executive). Members and the Clerk shall have the right to put forward matters for consideration.

- 6.2 Agenda for meetings of the Corporation and its Committees will include “any other items of urgent business”. The Chair will determine an item of urgent business if the issue is one which meets the following criteria:
- it is the proper business of the Corporation or one of its Committees to consider having regard to the Articles of Government and/or Committee terms of reference;
 - it needs urgent attention by the Corporation and cannot be deferred to the next meeting;
 - It does not require a separate agenda item.
- 6.3 Members of the Corporation or a Committee are asked to give prior notice to the Clerk of their intention to raise an item of urgent business, the subject matter and the reason for the urgency.
- 6.4 Items for information shall not normally be considered as urgent other business, and Members are encouraged to share these outside the meeting by email.

7. NOTICE OF MEETINGS

- 7.1 Scheduled meetings of the Corporation shall be called by the Clerk giving at least seven calendar days’ notice of the date of the meeting, together with a copy of the proposed agenda. Notice shall also state the time, date and place of the meeting.
- 7.2 Meetings that are additional to the published schedule of meetings are referred to as Special Meetings. The Chair of the Corporation (or Vice Chair/s in his or her absence) may summon a Special Meeting by giving less than seven days prior notice if, in the reasonable opinion of the Chair, there are matters that demand urgent attention

8. PROCEEDINGS OF MEETINGS

- 8.1 The statutory provisions for proceedings of meetings are covered within Instrument 13 of the Instrument and Articles of Government.
- 8.2 It is hoped that most decisions will be reached by consensus without requiring a formal show of hands. Where a formal show of hands is required, this will be clearly indicated in advance when possible to do so. If a majority of Members present and entitled to vote on a particular issue so wish, the vote may be conducted by secret ballot. It is envisaged that such an arrangement will be needed only in exceptional circumstances.
- 8.3 Written resolutions may be used in circumstances where a decision is urgently required and it is impractical or unnecessary to call a Special Meeting of the Corporation or the relevant Committee. It will be a matter for the Chair, in consultation with the Principal and Chief Executive and the Clerk to the Corporation, to decide whether a matter needs to be dealt with using this process. The procedure for written resolutions is set out in Instrument 13.
- 8.4 The withdrawal of Members from meetings of the Corporation for particular items is dealt with in the Instrument of Government (specifically Clause 11).
- 8.5 There will be occasions when an individual Member should declare an interest – not necessarily a financial interest – in an issue due to, for example, membership of an outside body or their employment. The agenda for each meeting will include an opportunity for new declarations of interests to be made.

- 8.6 The papers received by the Corporation shall normally include a clear recommendation. Although the Corporation may often adopt the recommendation of the Clerk and/or Principal and Chief Executive or a Corporation Committee, it is for the Members to determine an alternative approach to the recommendation outlined in a particular report before the Corporation if this is put forward by a Member.
- 8.7 Any matter of substance shall be the subject of a resolution.
- 8.8 Members are required to comply with the doctrine of collective responsibility and stand by a decision even if it was not supported unanimously. Members are also required to preserve confidentiality in all their deliberations and in any outside contacts that they may have, so far as matters pertaining to the Corporation are concerned. These requirements are set out in the Members' Code of Conduct
- 8.9 At any time during a discussion, a Member may raise a point of order where it is believed that the provisions of the Instrument and Articles of Government and/or the Standing Orders and/or another recognised authority are being ignored. The Member raising the point of order will be required to explain the way in which the correct procedure is not being followed. A point of order will be dealt with immediately by the Chair. The ruling of the Chair, after the advice of the Clerk has been obtained, will be final and shall not be challenged further at the meeting.
- 8.10 Discussions at meetings of the Corporation will be conducted through the Chair.
- 8.11 Members are required to respect the right of others to express their personal views although nothing should be said or done which could bring the Corporation into disrepute, or which would be considered to be in breach of College Policy relating to Equality and Diversity or any other matter.

9. MINUTING OF CORPORATION MEETINGS

- 9.1 At every normal meeting of the Corporation, the draft minutes of the last meeting will be taken as an agenda item and, if agreed to be true and accurate, will be signed by the Chair of the meeting. At each scheduled Committee meeting, the draft minutes of the last meeting shall be taken as an agenda item and, if agreed to be true and accurate, will be signed by the Chair of the Committee.
- 9.2 Draft minutes of all meetings of the Corporation and its Committees will be prepared by the Clerk in consultation with the Chair of the Corporation (or the Chair of the Committee, as appropriate) and the Principal and Chief Executive or, in the case of the Audit and Risk Committee, the Deputy Principal and Chief Executive.
- 9.3 It is important that there is clarity in recording the business of the Corporation and its Committees. As the statutory responsibilities of both the Corporation and the management of the College are significant, all parties to discussion need to have a common understanding of decisions and their weight. Minutes of meetings will report briefly the discussion which takes place on an issue, clearly record the course of action adopted and how the Members of the Corporation have challenged the Senior Leadership Team in relation to the issue.

- 9.4 Discussions on agenda items that lead to a common (but often informal) understanding of the way to view an issue or the direction in which to proceed, will be signalled by the use of the word 'agreed'.
- 9.5 A conclusion to a debate on a proposed written resolution notified in advance will have more weight and more precision. The decision will be signalled in the minutes by the use of the words '**resolved**' and/or '**approved**'. Other terms may also be appropriate from time to time, such as '**noted**' or '**received**'.
- 9.6 The Clerk to the Corporation shall present the unapproved minutes of the business of each Committee meeting, at the next following meeting of the Corporation

10. PUBLICATION OF MINUTES AND PAPERS AND CONFIDENTIALITY

- 10.1 With the exception of confidential items (see paragraph 5.3 below) the minutes and papers of the meetings of the Corporation and its Committees will be available for inspection during the normal office hours of the College by members of the public, on application to and by prior arrangement with the Clerk to the Corporation.
- 10.2 The minutes of meetings of the Corporation will be posted on the College website immediately following the next meeting of the Corporation or the at which those minutes are approved.
- 10.3 The following items will be regarded as confidential items and thus will not be available for inspection:
- a matter concerning a named person employed at or proposed to be employed at the College;
 - a matter concerning a named student at, or candidate for admission to, the College;
 - any matter which, by reason of its nature, the Corporation is satisfied and have agreed should be dealt with on a confidential basis, whether for commercially sensitive reasons or otherwise.
 - the papers of Corporation Committees supporting a confidential Corporation matter, unless the Corporation determines otherwise.
- 10.4 Decisions on confidentiality will be made by the Corporation on the advice of the Clerk and the Principal and Chief Executive.
- 10.5 The Chairs of Committees of the Corporation shall present the unapproved minutes of the last meeting of that Committee to each normal meeting of the Corporation unless the Committee has not met since the previous meeting of the Corporation. Any confidential items detailed in the Committee minutes will be classified and recorded as confidential in the Corporation minutes.

11. SERVICING THE CORPORATION AND THE ROLE OF THE CLERK

- 11.1 The Clerk to the Corporation is responsible for advising, servicing, supporting the Corporation, its Committees and any other groups established from time to time.
- 11.2 The Corporation has approved a detailed job description for Clerk to the Corporation which sets out the role and responsibilities. The Articles of Government sets out the responsibilities of the Corporation for the Clerk, and the principal functions of the Clerk.

- 11.3 No resolutions of the Corporation should be made without the Clerk being in attendance at the meeting to carry out the servicing and advisory role.
- 11.4 It may be appropriate for the Chair of the Corporation or Committee to require the Clerk to withdraw from a meeting when consideration is to be given to the conduct or remuneration of the Clerk. On those relatively rare occasions when the Clerk is not present for a specific item on the above grounds, the Chair will be responsible for preparing a note of the discussion for inclusion in the minutes.
- 11.5 In the absence of the Clerk to the Corporation due to illness or other good and urgent cause, the Chair will make arrangements, following discussion with the Principal and Chief Executive and, if possible, the Clerk to the Corporation, for someone other than a Member of the Corporation to carry out the role on a temporary basis, such person having the necessary skills for the role.

12. APPOINTMENT OF CHAIR AND VICE CHAIR OF THE CORPORATION

- 12.1 The Instrument of Government provides for the Corporation to appoint a Chair and Vice Chair
- 12.2 The procedure for appointment of a Chair is contained in Appendix B and that for the appointment of a Vice Chair is contained in Appendix C.
- 12.3 If both the Chair and Vice Chair are absent from any meeting of the Corporation, the Members present shall choose one of their number to act as Chair for that meeting.
- 12.4 The period of office for the Chair and Vice Chair will be two years. They will be elected in alternate years. The Chair and Vice Chair are eligible for reappointment following the completion of their respective terms of office.

13. CHAIR'S ACTION AND URGENCY POWERS

- 13.1 There shall be no power delegated to the Chair allowing her/him to act on behalf of the Corporation between meetings, except where the Corporation shall agree by resolution at a meeting to delegate specific powers to her/him to deal with a specific matter in the period before the next meeting. Where such specific powers have been delegated to the Chair, he shall report any action taken to the next meeting.
- 13.2 The Chair shall have powers to deal with any matters judged to be of such urgency and gravity that it is not possible to convene a special meeting of the Corporation. The Chair should take the advice of the Vice Chairs, the CEO, the Director of Governance and as many Governors that he can contact. Any action or decision made by the Chair must be put to the next meeting of the Corporation for endorsement.
- 13.3 Chairs action and urgency powers must not be applied in the case of:
- any matter which the Instrument and Articles states cannot be delegated
 - it changing the character of the college;
 - it not being lawful
 - it being in conflict with the personal interests of the Chair.

14. RESOLVING DIFFICULTIES

- 14.1 It is the responsibility of the Clerk to the Corporation to make known any concerns that the Corporation is acting inappropriately or even beyond its powers (ultra vires). The Corporation has demonstrated that it wishes to enable the Clerk to carry out the full role and responsibilities in line with best practice. In doing so the Corporation has recognised that there may be exceptional circumstances when the Clerk feels that their advice is being disregarded or overlooked and because of this the proper conduct of the Corporation is being put at risk. Should the Clerk raise concerns, the Corporation will consider this as an immediate item of business.
- 14.2 Should the need arise, the Clerk may seek advice from the Chief Executive of the Education & Skills Funding Agency. If such action is taken, the Clerk will inform the Chair and Principal and Chief Executive accordingly.
- 14.3 Before the Clerk refers a matter to the Chief Executive of the ESFA, they will try to overcome the difficulties by taking some or all of the following actions with the hope that the matter of concern can be resolved:
- the concerns of the Clerk to be put in writing to the Chair and Principal and Chief Executive;
 - inform the Chair of the Committee if the issue is relevant to the terms of reference of that Committee;
 - report the concerns to a meeting of the relevant Corporation Committee or the full Corporation;
 - consult the college auditors
 - obtain legal advice if there is a disagreement about whether an action may be unlawful.

15. SENIOR POSTHOLDERS

- 15.1 The following posts are designated by the Corporation and senior postholder positions, and therefore directly accountable to the Corporation. The responsibilities of the Corporation for senior postholders are set out in the Articles of Governments

Principal and Chief Executive
Deputy Principal and Chief Executive

- 15.2 The responsibilities of the Corporation for the Clerk to the Corporation shall be the same as for a designated senior postholder.

16. MEMBERSHIP OF THE CORPORATION – AVAILABILITY OF INFORMATION TO THE PUBLIC

- 16.1 A list of the names of Members of the Corporation is available on the College website, together with photographs and a short biographical profile.
- 16.2 Private addresses, email addresses and telephone numbers of Members of the Corporation, co-opted members or observers will not be made available to third parties. All communications to these individuals will be through the Clerk.
- 16.3 The Clerk will maintain a register of the financial and other interests of Members of the Corporation and declarations from Members that they are eligible to serve as Members at the time of their appointment and thereafter reviewed annually. Co-

opted members will also be included for completeness. The Clerk will arrange to make this available during normal office hours on receipt of a written request.

17. COMPLAINTS AGAINST THE CORPORATION OR AGAINST INDIVIDUAL MEMBERS

The Chief Executive of the ESFA has a formal procedure for considering complaints against the Corporation, or against individual Members, and these should be addressed to The Chief Executive, The ESFA, Cheylesmore House, Quinton Road, Coventry, CV1 2WT. However, the ESFA will not normally deal with complaints unless they have been first registered under the College complaints procedure, and the complainant is dissatisfied with the College investigation of the complaint or the redress offered.

The College procedure for consideration of complaints against the Corporation or individual Members is set out in Appendix D.

18. PAYMENTS TO MEMBERS (INCLUDING CO-OPTED COMMITTEE MEMBERS)

No payment shall be made to any Member of the Corporation or any co-opted member of a committee for any kind of service to the College, except as detailed in Appendix E.

19. AMENDMENTS TO THE STANDING ORDERS FOR THE CONDUCT OF MEETINGS AND RELATED ISSUES

The Clerk on behalf of the Corporation will ensure that the provisions of this document are reviewed every two years with the intention of suggesting to the Corporation improvements/amendments to meet changed circumstances.

PART TWO: SCHEME OF DELEGATION BY THE CORPORATION

1. The Role of the Corporation

- 1.1 The core statutory responsibilities of the Corporation are set out under Article 3.1 of the Instrument and Articles of Government. These are:
- a) the determination and periodic review of the educational character and mission of the institution and the oversight of its activities
 - b) publishing arrangements for obtaining the views of staff and students on 3(1)(a)
 - c) approving the quality strategy of the institution
 - d) the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets
 - e) approving annual estimates of income and expenditure
 - f) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk
 - g) setting a framework for the pay and conditions of service of all other staff
- 1.2 Further, under the provisions of the ESFA's **Conditions of Funding**, the Corporation is responsible for:
- (a) ensuring that funds from the Chief Executive of Education & Skills Funding are used only in accordance with the Act, the Memorandum and any other conditions which the Chief Executive of Education & Skills Funding may from time to time prescribe,
 - (b) appointing an accounting officer, usually the Principal, and ensuring separation between the accounting officer's executive and non-executive roles;
 - c) ensuring that the college is run in accordance with its status as an exempt charity.

2. Distinctions between Governance and Management

- 2.1. The relationship between the Corporation and the Principal and Chief Executive is fundamental to the successful management of the affairs of the College, at the heart of which is the distinction between governance and management.
- 2.2. Governors need to be mindful of the distinction between their concern for strategy and policy, and the responsibilities of the managers for operational control.
- 2.2 The function of the Board should be to encourage the Principal with the task of running the College within a clear framework of accountability that comes from the policies and strategic objectives that the Board itself has approved
- 2.3 Therefore, the overall aim of the Corporation should be to debate, challenge and agree policies and strategies and ensure that it is able to monitor progress in implementing them. This requires having objective and effective means of knowing whether the College is being properly managed to fulfill its mission, and that it is in good financial health.
- 2.4 It follows that it is both necessary and it is good governance for a Corporation to delegate matters to its Committees and to the Principal and Chief Executive (in accordance with the provisions of the Articles of Government), in a way that

reflects the complexity of the College and the experience of the management team.

3. Delegation of Responsibilities by the Corporation

- 3.1. The Corporation may, within the provisions of the Instrument and Articles, resolve to delegate many of its functions, including its decision-making powers, to:
- its Committees,
 - the Principal and Chief Executive
 - A 'task and finish' group set up for a specific purpose
 - The Chair under specific circumstances
- 3.2. The arrangements for delegation are set out below, together with the reference to statutory and regulatory guidance as appropriate.

4. Reserved Matters to the Board of the Corporation

- 4.1. In accordance with its powers under the **Articles of Government**, the Corporation reserves to itself all those powers which cannot be delegated, as set out in Articles 9 and 10:
- (a) the determination and periodic review of the educational character and mission of the institution and for the oversight of its activities,
 - (b) the approval of the annual estimates of income and expenditure,
 - (c) the responsibility for the effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets,
 - (d) the appointment or (subject to Article 17) the dismissal of the Principal and Chief Executive or holder of a senior post,
 - (e) the appointment or dismissal of the Clerk to the Corporation, and
 - (f) the modification or revocation of these Articles,
- 4.2. The Corporation also reserves to itself the following additional responsibilities set out in Article 3 (1):
- (a) approving the quality strategy of the Corporation,
 - (b) setting a framework for the pay and conditions of service of all other staff.
- 4.2 In addition, the Corporation reserves to itself the responsibility for:
- (a) ensuring Child Protection and Safeguarding Issues are reflected in a College Policy, and that practice is compliant with the most recent legislation and guidance
 - (b) ensuring that the College has an Equality and Diversity Policy and Equality Objectives in respect of all protected characteristics as defined by the Equalities Act 2010.

5. Delegation to Committees

- 5.1. The Corporation has established a number of committees, to which it has delegated its powers and assigned responsibilities The extent of the delegated

powers is set out in the Terms of Reference provided as Appendix F and are summarized below:

- **Policy and Resources Committee:** the oversight, monitoring and scrutiny of finance, capital and estates, health and safety and employment matters, for reviewing associated policy and advising and making recommendations to the Corporation accordingly.
- **Curriculum and Quality Committee:** oversight, monitoring and scrutiny of the college's educational performance in all areas of provision, quality improvement plans, the student experience, safeguarding and link governor arrangements and advising and making recommendations to the Corporation accordingly;
- **Audit and Risk Committee:** oversight, monitoring and scrutiny of the audit and risk management arrangements at the college, the effectiveness of internal controls and systems, and arrangements for the prevention and investigation of fraud, irregularity and corruption.
- **Search and Governance Committee:** Oversight, monitoring and scrutiny of the current and future membership of the Corporation, governor recruitment, induction and development, governance effectiveness and the review of the Corporation's governance policies.
- **Remuneration Committee:** on behalf of the Corporation, to consider the pay and conditions of service of designated Senior Postholders and other members of the Senior Leadership Team as appropriate, and to review their performance against agreed targets.

6. Chair of the Board of Governors

- 6.1 The Chair is responsible for ensuring on behalf of the Members that the business of the Corporation is appropriately organised by the Clerk and for acting with the Clerk as the communication link between the Members and the Principal and Chief Executive. The role description for the Chair is provided as Appendix B.a
- 6.2 In exceptional circumstances, it will be necessary for the Chair, or the Vice-Chair in their absence, to act on behalf of the Corporation between meetings. The guidelines for when Chair's Emergency Action might be appropriate are set out in section 13 of the Standing Orders.
- 6.3. In the case of suspected or alleged misconduct by a senior postholder which the Chair of the Corporation, or in his or her absence the Vice-Chair, or a majority of the Members of the Corporation, consider may lead to the dismissal of the senior postholder, the Chair will be responsible for determining the membership of a Special Committee of the Corporation to examine the case for dismissal and make recommendations to the Corporation.

7. Principal and Chief Executive

- 7.1. The statutory powers and duties of the Principal and Chief Executive are set out in **Article 3(2)**:
 - (a) making proposals to the Corporation about the educational character and mission of the institution, and implementing the decisions of the Corporation,
 - (b) the organisation, direction and management of the institution and leadership of the staff,

- (c) the appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk, where the Clerk is also a member of the staff,
- (d) the determination of the institution's academic, and other activities,
- (e) preparing annual estimates of income and expenditure, for consideration and approval by the Corporation, and the management of budget and resources, within the estimates approved by the Corporation, and
- (f) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.

7.2. The Corporation **delegates** further powers and **assigns responsibilities** to the Principal and Chief Executive as follows:

- (a) Informing the Corporation, its Committees or the Chair, as appropriate, of all significant matters, achievements, activities and events related to the work of the College.
- (b) Determining the detailed employment policies of the College, within the framework set by the Policy & Resources Committee
- (c) Making any rules relating to the conduct of staff (except senior postholders), including discipline, grievance, dismissal and suspension procedures.
- (d) Making any rules relating to the conduct of students, including suspension, expulsion, discipline, academic appeals and complaints procedures.
- (e) Making any rules and bye-laws for the effective management and conduct of the College.
- (f) Determining all matters relating to the establishment, constitution and conduct of any student body or other social or representative organisation for students.
- (g) Determining the College's responses and communications to other organisations (including the Education & Skills Funding Agency and the Office for Students) in accordance with Corporation policy.

7.3 In line with Article 11, the Principal may delegate functions to the holder of any other senior post with the exception of the management of budget and resources and any functions delegated to the Principal by the Corporation

8. Statements made on Behalf of the Corporation or the College

- 8.1 In line with the Code of Conduct for Members of the Corporation, unless otherwise agreed by the Corporation to meet the needs of specific circumstances, statements on behalf of the Corporation must only be made by the Chair or the Principal and Chief Executive.
- 8.2 It is recognised that the majority of items which require public statement concern the management and day-to-day operation of the College and thus will be dealt with by the Principal and Chief Executive.

- 8.3 Members should therefore exercise care in responding to enquiries and correspondence and seek advice from the Clerk, the Chair of the Corporation or the Principal and Chief Executive in such circumstances.

9. The Corporation Seal

- 9.1 The Corporation Seal is affixed to certain documents to express the Corporation's intention to bind the College. The delegated authorities relating to the execution of a contract or deed by Seal are as set out within the Corporation's Financial Regulations.

10. Review

- 10.1 The Corporation agrees to review the operation and appropriateness of the delegation of its powers and responsibilities every two years.

PART THREE: THE CODE OF CONDUCT FOR MEMBERS OF THE CORPORATION

GOVERNOR CODE OF CONDUCT

1. Introduction

- 1.1 This Code describes the responsibilities of Members of the South Essex College Further Education Corporation (Governors of The Corporation) and indicates the standards expected of them in relation to their individual conduct. All Members are required, on accepting office, to declare that they will abide by the Code.

For the purposes of this Code, the term 'Member' is used to describe a Governor of South Essex College. The term 'Corporation' is used to describe the Governing Body, or Board of Governors, of the College.

- 1.2 In addition to this Code, Members are recommended to familiarise themselves with the following:

- the College's Instrument and Articles of Government
- the Code of Governance for English Colleges (AoC)
- the College's Strategic Plan
- The Standing Orders for the Conduct of Meetings of the Corporation and Committees of South Essex College
- The Scheme of Delegation of Corporation powers
- the principles laid down by the Committee on Standards in Public Life (Nolan Committee) for those holding public office, namely:
 - selflessness
 - integrity
 - objectivity
 - accountability
 - openness
 - honesty
 - leadership.

An extract of the report of the Nolan Committee setting out these principles in more detail is set out at the end of this document

- 1.3 If a Member is in doubt about the provisions of this Code or any of the source documents, the Clerk should be consulted and, if necessary, professional advice should be obtained (see also paragraph 6).
- 1.4 This Code applies to every committee or working party of the Corporation and to every subsidiary company, joint venture or steering group of the College to which Members may be appointed.

2. Aims and Values

- 2.1 The College Vision, Mission, Priorities and Key Objectives, as set out in the Strategic Plan and agreed by the Corporation from time to time, seek to encapsulate the core purposes and aims of the College. Members should have due regard to these purposes and aims when conducting the business of the Corporation and considering the activities and proposed activities of the College.
- 2.2 The Corporation recognises its obligations to all those with whom it and/or the College have dealings, including students, employees, suppliers, other educational institutions and the wider community. In particular, the Corporation is committed to combating any discrimination within the College on the grounds of race, ethnic or national origin, religion, age, disability, sexuality or gender identification;

- 2.3 The Corporation is also committed to ensuring that it conducts its business in accordance with the highest ethical standards as set out in more detail in this Code.

3. Responsibilities and Conduct of Members

- 3.1 Individual Corporation Members should, at all times, act with integrity and awareness of their responsibilities as Members of the Corporation. Members must always:

- comply with this Code,
- comply with Standing Orders to ensure that the Corporation conducts itself in an orderly, fair, open and transparent manner,
- act in good faith and in the best interests of the Corporation,
- act fully in accordance with the normal principles of financial accountability and the highest standards of propriety,
- use reasonable care, diligence and skill in fulfilling their role,
- support the aims and objectives of the College,
- promote the interests of the College, its students and other users of the College's services.
- protect the good reputation of the College and the trust and confidence of those with whom it deals.
- Abide with other college policies which reinforce standards of ethical and personal behaviour, probity, equality and respect for others

- 3.2 Members are collectively responsible for ensuring that the Corporation:

- acts within the powers given to the Corporation under sections 18 and 19 of the Further and Higher Education Act 1992 as amended by the Learning and Skills Act 2000, in the Education Act 2011 and in the Instrument and Articles of Government,
- observes the duties set out in the Conditions of Funding from the Education Skills Funding Agency. Although the ESFA is the main provider of funds to the College, Members should note that they are also responsible for the proper use of income derived from other sources, and for the control and monitoring of expenditure of such income, in order to meet the requirements of the relevant funding body and public audit.

- 3.3 Members should not:

- act in a way which will bring the Corporation into disrepute,
- use information gained in the course of their public services for personal gain,
- use the opportunity of public service to promote their private interests,
- put themselves in a position where there is a conflict (real or potential) between their personal interests and duties to the Corporation,
- be bound in their speaking and voting by mandates given to them by other bodies or persons.

4. Duties of Members

4.1 Members should:

- work co-operatively with other Members in the best interests of the College,
- acknowledge that differences of opinion may arise in discussion of issues but, when a majority decision of the Corporation (or a committee) prevails, it must be supported, and Members will be collectively responsible for that decision,
- base his/her view on matters before the Corporation on an honest assessment of the available facts, unbiased by partisan or representative views,
- acknowledge that as an individual Member, he/she has no legal authority outside the meetings of the Corporation and its committees,
- understand that an individual Member does not have the right, other than through the Chair and with the Corporation's agreement, to make statements or express opinions on behalf of the Corporation,
- take or seek opportunities to enhance his/her effectiveness as a Member through participation in training and development programmes and by increasing his/her own knowledge of the College,
- attend, as far as is practicable, all meetings of the Corporation and its committees (of which s/he is a member),
- have regard to his/her broader responsibilities as a Corporation Member of a publicly-funded institution, including the need to promote public accountability for the actions and performance of the Corporation.

4.2 Members should have regard to the different, but complementary, responsibilities given to the Principal and Chief Executive. Whereas it is the Corporation's function to decide strategic policy and overall direction and to monitor the performance of the Principal and Chief Executive and any other senior postholders, it is the Principal and Chief Executive's role to implement the Corporation's decisions, and to manage the College's affairs within the budgets and framework fixed by the Corporation. Members should work together so that the Corporation and the Principal and Chief Executive perform their respective roles effectively. The Scheme of Delegation sets out the parameters for the respective roles of the Corporation and Principal and Chief Executive.

5. Openness and Confidentiality

5.1 Because of the Governing Body's public accountability and the importance of conducting its business openly and transparently, Governors should ensure that, as a general principle, students and staff of the College have free access to information about the proceedings of the Governing Body. Accordingly, agendas, minutes and other papers relating to meetings of the Governing Body are normally available for public inspection when they have been approved for publication by the Chair. This is notwithstanding the provisions of the

5.2 It is important that the Corporation and its committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between Governors with a shared corporate responsibility for decisions. Governors should keep confidential any matter which, by reason of its nature, the Chair or members of any committee of the Governing Body are satisfied should be dealt with on a confidential basis.

- 5.3 Governors should not make statements to the press or media or at any public meeting relating to the proceedings of the Governing Body or its committees without first having obtained the approval of the Chair or, in his or her absence, the Vice Chair. It is unethical for Governors publicly to criticise, canvass or reveal the views of other Governors which have been expressed at meetings of the Governing Body or its committees.

6. Registration and Declaration of Interests

6.1 Members should:

- resist any temptation or outside pressure to use the position of Member to benefit him/herself or other individuals or agencies,
- complete fully and honestly the Declaration of Eligibility for Membership and attached Register of Interests, and amend the Register as soon as is reasonably practicable after any change of interest occurs,
- declare openly and immediately any personal conflict of interest arising from a matter before the Corporation or its committees or from any other aspect of Corporation interest,
- respect the confidentiality of those items of business which the Corporation decides from time to time should remain confidential.

- 6.2 In the light of any declaration of interest, it should be for the Corporation, or the Chair of any committee, to determine whether the Member should withdraw from discussions and decisions relating to that interest.

- 6.3 Members must not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgment or integrity.

7. Independent Professional Advice

- 7.1 The Corporation, or any of its committees, may collectively decide to take independent professional advice on any matter by passing a resolution to that effect at a meeting.

- 7.2 Individual Members shall have the right to take, within reasonable financial limits, independent professional advice at the Corporation's expense on any matter concerning the exercise of their powers and responsibilities. This can be exercised only by giving prior notice to the Clerk in order that s/he can:

- (a) check whether professional advice on the matter has already been sought and advise the Member accordingly,
- (b) obtain the approval of the Chair, in consultation with the *Principal and* Chief Executive, which may not be unreasonably withheld,
- (c) obtain from the Chair an indication of the financial limits that the Corporation will meet. The Member will be liable for any additional costs incurred unless the prior consent of the Chair is obtained.

- 7.3 Any advice obtained shall be made available to all Corporation Members.

8. Breach of Code

If a Member is in breach of the Code of Conduct, it may:

- (a) constitute a breach of trust,

- (b) entitle the Corporation to disqualify the Member from continued membership of the Corporation,
- (c) give rise to legal proceedings and/or result in the individual liability of the Member.

The procedure for dealing with breaches is outlined in the Corporation Standing Orders

9. Resolution of Difficulties

9.1 If a Corporation Member has a difficulty in understanding the implications of, or complying with, this Code, he/she should raise the issue with the Chair of the Corporation, who will advise on the resolution of the issue. If the Member remains concerned, he/she may seek further guidance from the Clerk to the Corporation.

9.2 If a Corporation Member believes that

- (a) the Corporation is proposing to act improperly, or
- (b) a decision taken, or a process of decision-making, by the Corporation is wrong or flawed,

there are three possible courses of action to resolve the matter:

- arrange a private meeting with the Chair,
- request that an item be put on the agenda of the next meeting of the Corporation.
- request that a special meeting be called, in accordance with the terms of Paragraph 11(3) of the Instrument of Government.

If the Member and/or the Chair feels that the conflict cannot be resolved, then consideration must be given to that Member's continued membership of the Corporation.

The Seven Principles of Public Life

*The following is an extract from the Second Report
of the Nolan Committee on Standards in
Public Life, May 1996*

SELFLESSNESS

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

INTEGRITY

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

OBJECTIVITY

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

ACCOUNTABILITY

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

OPENNESS

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

HONESTY

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

LEADERSHIP

Holders of public office should promote and support these principles by leadership and example.

Policy and Procedure for the Appointment of Chair of the Corporation or Chair Designate

1. *Introduction*

A policy and procedure for the appointment of a Chair or Chair Designate is set out below.

The Corporation may approve, through resolution, to modify or waive these procedures in the interests of the Corporation. For example, in the event that an external recruitment consultant is engaged to recruit a Chair.

2. *Policy*

- 2.1 Appointment to the office of Chair shall be carried out in accordance with the Instrument of Government (6). Neither the Principal and Chief Executive nor any staff or student Member shall be eligible to be appointed as Chair. Nomination shall be open to all other Members of the FE Corporation.
- 2.2 At the last meeting before the expiry of the term of office of the Chair, or the meeting following the resignation or removal from office of the Chair, Members shall appoint a new Chair from among their number in accordance with the Instrument of Government.
- 2.3 The Clerk will be responsible for the organisation and proper conduct of the election process.
- 2.4 In the event of a planned or expected vacancy arising for the office of Chair, a Chair Designate may be appointed up to six months prior to the office being vacated. The Chair Designate will work with the Chair for the remainder of his or her period of office, and will continue in this role until a new Chair is appointed. The Chair Designate is not a statutory office. In the absence of the Chair, the Vice-Chair shall assume the statutory responsibilities of the Chair, in accordance with the Articles of Government. The role of Chair Designate shall cease to exist upon the appointment of a new Chair.

3. *Procedure*

- 3.1 In the event of a planned or expected vacancy arising for the office of Chair:
 - 3.1.1. The Clerk will provide Members with written notice that an appointment is to be made to the role of Chair. The Clerk will endeavour to provide adequate notice and, where circumstances permit, this will normally be a minimum of four weeks.
 - 3.1.2 The Clerk will request that written nominations be submitted to him at least 24 hours prior to the meeting at which the election is to take place. Nominations shall include the signatures of a Member who proposes the nominee, and a Member who seconds the proposal. The proposer shall also

confirm, in writing, the nominee's willingness to accept the office, if he or she is elected.

- 3.2 In the event of an unexpected vacancy arising for the office of Chair, at the first meeting following the expiry of the term of office or the resignation of the Chair, the Clerk will seek nominations. Nominees must be proposed and seconded by other Members, and confirm their willingness to accept the office, if elected.
- 3.3 The Clerk will table the names of nominees.
- 3.4 The method of election of the Chair shall be by secret ballot. All Members shall be entitled to vote. The Clerk will provide each Member with a ballot paper. Each Member will be asked to indicate his or her choice by casting a single vote. A Member will be entitled to vote for himself or herself.
- 3.5 The method of election shall be that of simple majority. The Clerk will count the votes and report the number of votes cast for each nominee.
- 3.6 In the event of a tie, each nominee will be given the opportunity to withdraw his or her nomination, thus changing the situation. If two or more nominees remain, a further ballot shall be conducted and the process described in paragraphs 3.4 and 3.5 repeated until the matter is resolved.

4. *Procedure for the Selection of Chair Designate*

- 4.1 Members shall receive a minimum of four weeks' notice that an appointment is to be made to the role of Chair Designate.
- 4.2 Written nominations shall be submitted to the Clerk at least 24 hours prior to the meeting at which the election is to take place. Nominations shall include the signatures of a Member who proposes the nominee, and a Member who seconds the proposal. The proposer shall also confirm, in writing, the nominee's willingness to accept the office, if he or she is elected.
- 4.3 The Clerk will table the names of nominees.
- 4.4 The method of election of the Chair Designate shall be by secret ballot. All Members shall be entitled to vote. The Clerk will provide each Member with a ballot paper. Each Member will be asked to indicate his or her choice by casting a single vote. A Member will be entitled to vote for himself or herself.
- 4.5 The method of election shall be that of simple majority. The Clerk will count the votes and report the number of votes cast for each nominee.
- 4.6 In the event of a tie, each nominee will be given the opportunity to withdraw his or her nomination, thus changing the situation. If two or more nominees remain, a further ballot shall be conducted and the process described in paragraphs 4.4 and 4.5 repeated until the matter is resolved.
- 4.7 The role of Chair Designate shall cease to exist upon the appointment of a new Chair.

CHAIR OF THE BOARD OF THE CORPORATION ROLE DESCRIPTION

The Chair leads the Board of the Corporation, playing a central role in shaping the ethos and direction of the College, listening to and getting the best out of governors, challenging and supporting the Principal and Chief Executive and her team, and line-managing the Principal and Chief Executive and the Clerk to the Corporation.

Specifically, the role of the Chair is:

1. To provide effective leadership of the Board to ensure that it fulfils its core duties for:
 - a. articulating the vision, values and ethos of the College
 - b. driving the delivery of the College strategy, setting strategic objectives and monitoring their achievement whilst holding the executive team to account
 - c. establishing and maintaining high standards of integrity
 - d. monitoring the quality of teaching and learning and the student experience at the college in order to foster excellence
 - e. monitoring the financial health of the College and the efficient and effective use of its resources
 - f. assessing the performance of the Principal and Chief Executive and Senior Postholders in achieving its vision and strategy.
2. To develop and promote effective working relationships with the Principal and Chief Executive, the Clerk and other members of the Executive Leadership Team.
3. To work with the Clerk to ensure the business of the Board is conducted professionally and efficiently, and in compliance with the Board's statutory powers and agreed procedures.
4. With the Principal and Chief Executive and Clerk, to set Board meeting agendas to ensure that the Board is exercising strategic oversight and performing its duties in a timely, appropriate and effective way.
5. To conduct meetings to ensure that issues are debated fully, that all governors have a chance to contribute, and clear and appropriate decisions are reached, and that business is concluded efficiently.
6. To review draft minutes to ensure that Board discussions and decisions are accurately recorded.
7. To promote the seven Principles of Public Life established by Nolan (Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership) in all business of the Board.
8. To undertake annual one-to-one performance reviews with governors, and provide ongoing individual support, to maximise governors' contribution to the Board and drive performance.

9. To promote a critical Board self-assessment process that identifies the steps necessary to strengthen its performance to conform with the highest standards in the sector.
10. To ensure that the balance of the Board is reviewed with respect to skills sets, and diversity, in consultation with the Search & Governance Committee.
11. To act as a key ambassador for the College, bringing enthusiasm and energy in promoting the College's best interests and reputation both within the college and with external stakeholders.
12. To take a prominent role in any inspection or review of the College by an external inspectorate or other body.
13. To develop a constructive, supportive and professional working relationship with the Principal and Chief Executive to assist her in achieving agreed objectives. This will include regular meetings to monitor and plan Board business (with the Clerk); take briefings on matters of interest and importance; explore new strategic opportunities; discuss any potential issues of concern or risks to the achievement of the College's strategic objectives, quality of the learner experience or financial health, and raise any matters relating to performance or working life.
14. To undertake, with other members of the Remuneration and Appraisal Committee, the annual appraisal and mid-year review of the Principal and Chief Executive.
15. To work with the Principal and Chief Executive on arrangements for the annual appraisal of other senior postholders, to ensure timely reporting to the Remuneration Committee.
16. To undertake the annual review of the Clerking service together with other members of the Remuneration Committee.
17. To lead on any future senior postholder recruitment
18. To exercise a second or casting vote where there is an equal division of votes on any decision taken at a Board of the Corporation meeting.
19. To exercise any specific authority delegated by the Board of the Corporation, together with a general delegated authority to act, after consultation with the Principal and Chief Executive, the Clerk, and other Governors as appropriate, on any issue arising which is both urgent and important which would normally be dealt with by the Board but which cannot wait for the next Board of the Corporation meeting. Such action will be reported to the Board for information/endorsement at the next full meeting.
20. To call a special meeting of the Board of the Corporation (if necessary, with less than 7 days' notice) where urgent and significant matters need to be considered before the next scheduled meeting of the Board.

Policy and Procedure for the Appointment of Vice-Chair of Corporation

1. *Introduction*

A policy and procedure for the appointment of a Vice Chair is set out below.

2. *Policy*

- 2.1 Appointment to the office of Vice Chair shall be carried out in accordance with the Instrument of Government (6). Neither the Chief Executive nor any staff or student Member shall be eligible to be appointed as Vice Chair. Nomination shall be open to all other Members of the FE Corporation.
- 2.2 At the last meeting before the expiry of the term of office of the Vice Chair, or the meeting following the resignation or removal from office of the Vice Chair, Members shall appoint a new Vice Chair from among their number.
- 2.3 The Clerk will be responsible for the organisation and proper conduct of the election process.

3. *Procedure*

- 3.1 In the event of a planned or expected vacancy arising for the office of Vice Chair, at the last meeting before the expiry of the term of office of the Vice-Chair:
 - 3.1.1. The Clerk will provide Members with written notice that an appointment is to be made to the role of Vice Chair. The Clerk will endeavour to provide adequate notice and, where circumstances permit, this will normally be a minimum of four weeks.
 - 3.1.2 The Clerk will request that written nominations be submitted to him at least 24 hours prior to the meeting at which the election is to take place. Nominations shall include the signatures of a Member who proposes the nominee, and a Member who seconds the proposal. The proposer shall also confirm, in writing, the nominee's willingness to accept the office, if he or she is elected.
- 3.2 In the event of an unexpected vacancy arising for the office of Vice Chair, at the first meeting following the expiry of the term of office or the resignation of the Vice Chair, the Clerk will seek nominations. Nominees must be proposed and seconded by other Members, and confirm their willingness to accept the office, if elected.
- 3.3 The Clerk will table the names of nominees.
- 3.4 The method of election of the Vice Chair shall be by secret ballot. All Members shall be entitled to vote. The Clerk will provide each Member with a ballot paper.

Each Member will be asked to indicate his or her choice by casting a single vote. A Member will be entitled to vote for himself or herself.

- 3.5 The method of election shall be that of simple majority. The Clerk will count the votes and report the number of votes cast for each nominee.
- 3.6 In the event of a tie, each nominee will be given the opportunity to withdraw his or her nomination, thus changing the situation. If two or more nominees remain, a further ballot shall be conducted and the process described in paragraphs 3.4 and 3.5 repeated until the matter is resolved.

Procedure for Considering Complaints against the Corporation or Individual Members

1. **Scope**

This procedure applies to complaints against the South Essex College Further Education Corporation alleging either

- that it has failed to discharge a statutory duty set out in Article 3(1) and Article 9 or 10 of the Articles of Government of South Essex College (or has failed to discharge such responsibilities in a satisfactory manner),
- or
- that it has failed to observe the requirements of the relevant sections of the Further and Higher Education Act 1992 (as amended by the Learning and Skills Act 2000), or any other instruction from the Chief Executive of the Skills Funding Agency or the Department for Business Innovation and Skills.

This procedure also applies to complaints against an individual Member relating to their eligibility, to any breach of the Code of Conduct for Members of the Further Education Corporation, and College Policy, or to misconduct which, if committed by an employee of the College, would warrant disciplinary investigation.

2. ***Limitation of Time and Interest; Malicious Complaints***

Complaints will not be considered unless they are made within six months of the alleged misconduct becoming known to the complainant, or becoming knowledge in the public domain.

Complainants need not have any contractual relationship with the College, but complaints judged to be made with malice towards the College, the Corporation or an individual Member shall not be covered by privilege and the Corporation reserves the right to take legal action against malicious complainants.

3. ***Procedure for Filing a Complaint***

Complaints may be made either on the College Complaints Form (available from each College Campus reception desk), or in writing to the (independent) Clerk to the Corporation at the Southend Campus, Luker Road, Southend-on-Sea, Essex SS1 1 ND.

At this stage, only brief details of the complaint, and the person(s) causing the complaint, need be given, together with a contact address or telephone number.

4. ***Initial Investigation and Report***

The Clerk will ask the Chair to nominate a person to investigate the complaint; this may be the Principal and Chief Executive, a Member of the Corporation or the Clerk, or other professional legal or audit adviser to the College where specialist knowledge is required.

The investigator will report back to the Chair as soon as practicable

- (a) that there is a prima facie case warranting formal investigation, and formally detailing the complaint and requesting that the procedure for formal investigation be put in motion (see following paragraph)
- or (b)** that there is evidence of malicious intent on behalf of the complainant (in which case the Corporation shall be asked to consider whether to pursue legal action)
- or (c)** that the matter should not be pursued on grounds of triviality or insufficient evidence (in which case the Chair shall write to the complainant explaining this).

5. ***Formal Investigation***

If warranted by the investigator's report, the Chair shall order a formal investigation.

- (a) If the complaint is against the Corporation, then the formal investigation shall be presided over and conducted by one or more of the independent Members of the Corporation (the President), assisted as necessary by any of the professional advisers to the Corporation. The complainant will be given the opportunity to make a formal presentation of his case, and to submit documentary evidence or call witness evidence. The Corporation as respondent (represented by the Chair, or some Member nominated by him, or by a College professional adviser), will make a statement of explanation, justification or rebuttal; may present documentary evidence, or call witness evidence.

The President may ask questions of any party; and may ask for additional documentary evidence, or call for other witnesses.

The President will deliver his opinion to the Chair, who shall call a Special Meeting of the Corporation to consider it. The opinion shall be **either** that the complaint is wholly or in part made out, and suggesting action in redress; **or** that the complaint is not made out at all in any part, **or** insufficiently; in this latter case, he may suggest conciliatory action in redress. The Corporation shall determine what action to take; the Clerk shall inform the complainant of the President's opinion (in full) and of the decision of the Corporation and of the appeal procedure to the Chief Executive of Skills Funding.

- (b) If the complaint is against an individual Member, or group of Members, then the procedure set out above shall be followed except that the hearing shall be presided over by the Chair sitting with two other independent Members; in the event of misconduct being evidenced, the Corporation shall normally be asked to terminate the office of the Member(s).

Melissa Drayson
Clerk to the Corporation

Payments to Members (including Co-opted Committee Members)

1. *Prohibition of Payments*

Except as detailed below, no payment shall be made to any Member of the Corporation or any Co-opted Member of a Committee for any kind of service to the College.

2. *Principal and Chief Executive, Staff Members, Student Members*

The Principal and Chief Executive, any Staff Member and any Student Member shall be entitled to be paid as part of their employment by the College for time spent on Corporation business.

3. *Provision of Services*

The Instrument of Government (Clause 11) allows a Member of the Corporation to have an interest in the supply of goods or services to the College provided that at any meeting of the Corporation (or of a committee or management meeting acting with delegated powers) that interest is declared and the Member concerned takes no part in the decision on whether or not a contract is placed.

Any such interest must be notified in writing to the Clerk, who shall include it in the Register of Interests and declare it at the next Corporation meeting.

4. *Expenses for Members (other than Principal and Chief Executive or Staff Members, who shall be reimbursed as employees)*

Members shall be reimbursed for out-of-pocket expenses as follows:

- **Travel**

Second class rail travel, taxi fares or payment of mileage related expenses for use of own car, based on South Essex College approved rates, for all travel on South Essex College business.

- **Subsistence**

- All meals and accommodation to be provided free by the College to Members attending at College organised meetings and seminars.
- All meal costs, or allowance at South Essex College approved rate, to be payable when absent from home on South Essex College business for more than five hours.

- **Telephone, Mail**

Reimbursement of cost of telephone calls and stamps incurred in the course of College business, and similar reimbursement of other incidental expenses (e.g. photocopying).

- **Child-minding Costs; Other Caring Costs**

Reimbursement of child-minding or nursery costs or other care costs incurred when on College business at a rate not to exceed £12.00 per hour.

- **Equipment**

Members of the Corporation or any of its Committees and the Clerk will be supplied by the College, on a loan basis, of necessary equipment in order to enable the Member and the Clerk to access papers and other College related material electronically via the College website.

Claims are made on appropriate College forms (available from the Assistant Clerk) and certified as correct by the Clerk. Claims must be supported by appropriate documentation, e.g. tickets or receipts, as appropriate. Payment is authorised by the Deputy Principal & Chief Executive.

Audit & Risk Committee

Terms of Reference

1. Purpose and Scope

Financial

- i. To advise the Corporation on the adequacy and effectiveness of the College's systems of internal control and its arrangements for risk management, control and governance processes, which secure economy, efficiency and effectiveness (value for money)
- ii. To consider and advise the Corporation on relevant reports by the National Audit Office (NAO), the Chief Executive of the ESFA, the Office for Students or their successors and other funding bodies and, where appropriate, management's response to these reports
- iii. To monitor and scrutinise at each meeting the implementation of agreed recommendations relating to internal audit and assurance assignments and annual reports (where relevant), the financial statements auditor's management letter and the regularity auditor's management letter and any special reports commissioned
- iv. To ensure that independent assurance reports on subcontracting arrangements are brought to the Committee on an annual basis.
- v. To be informed of all additional services undertaken by the financial statements auditor, the regularity auditor and any other assurance provider, including the Internal Audit Service, if one is appointed

Risk Management

- i. To advise the Corporation on Risk Management through familiarisation with the concept and requirements of Risk Management
- ii. To consider the College's risk appetite level based on the opinion of the Board as a whole and to monitor at each of its meetings the College's progress against its Risk Management Action Plan and to review the Annual Risk Management Report for approval by the Corporation
- iii. To review the Risk Register regularly and report to the Corporation on any changes to existing risks, impact, likelihood and mitigation
- iv. To identify any new (urgent or critical) risks through appropriate reporting mechanisms
- v. To ensure appropriate audit work on risk management is performed
- vi. To collect information on risks and risk management, and to take assurance from each of the Committees of the Corporation that risks within their terms of reference are managed adequately.
- vii. To undertake appropriate training on risk management principles and practice

Internal Audit

- i. To advise the Corporation on the appointment, re-appointment, performance, dismissal and remuneration of the Internal Audit Service (IAS), if one is appointed, or to advise the Corporation on the arrangements for using the services of other assurance providers.
- ii. To consider and advise the Corporation on the scope and objectives of internal audit and assurance work for the College, including audit needs assessments and strategic, annual and short term audit plans including one off assignments. The Committee will frame its work based on the assurance mapping process to ensure key College risks are assessed and reported to the Committee.

- iii. To consider and advise the Corporation on internal audit assignment reports from whatsoever source obtained, and management's responses to these reports
- iv. To liaise with the Curriculum & Quality Committee of the Board in connection with procuring assurance on curriculum and quality and other learner related matters, but with this Committee taking the overall responsibility

Financial Statements and Regularity Audit

- i. To advise the Corporation on the appointment, re-appointment, performance, dismissal and remuneration of the financial statements auditor and the regularity auditor.
- ii. To re-tender for external auditors regularly, and at least every five years.
- iii. To consider and advise the Corporation on the financial statements auditor's reports and management letters (and the regularity auditor) and the management responses to these reports and receive the annual audited financial statements to inform that process
- iv. To consider and advise the Corporation on the scope and objectives of the work of the financial statements auditor and the regularity auditor
- v. To consider and advise the Corporation on the annual financial statements and recommend their approval to the Corporation, including the Statement of Corporate Governance and Going Concern assurances.

General

- i. To ensure effective co-ordination between the IAS (if one is appointed), the regularity auditor and the financial statements auditor, including whether the work of the financial statements auditor and regularity auditor should be relied upon for internal audit purposes or vice versa
- ii. To produce an independent Annual Report to advise the Corporation and the Principal and Chief Executive (as Chief Accounting Officer), which includes the Committee's opinion on the effectiveness of the College's risk management, control and governance processes, value for money, safeguarding assets, solvency, assurance mapping and any significant matters arising from internal audit and assurance work, the regularity auditor and the financial statements auditor.
- iii. To meet (at least) annually with the IAS (if appointed) and financial statements auditor in a closed session, without College staff being in attendance
- iv. To notify the ESFA of the resignation or removal of auditors, except when this is on expiry of their agreed term of office.
- v. To review at least annually and advise the Policy and Resources Committee on the adequacy of the College's Financial Regulations and to propose any amendments considered necessary
- vi. To consider and meet the specific training and development needs of the members of the Committee.

Fraud and Irregularity

- i. To oversee the corporation's policies on and processes around fraud, irregularity, and whistleblowing; ensure the proper, proportionate and independent investigation of all allegations and instances of fraud, theft, bribery, corruption, irregularity, major weakness or breakdown in the accounting or other control framework, and that these are reported appropriately in line with the requirements of the Audit Code of Practice.
- ii. To properly discharge its duties, the Committee will be entitled to investigate any activity within its Terms of Reference, seek any information it requires from relevant sources, the financial statements auditor, the regularity auditor, Members of the Corporation, other Corporation Committees and management, plus relevant third parties (including the Clerk to the Corporation) and obtain external professional advice at reasonable cost

Membership

The Committee shall comprise up to seven members. At any given time, the membership must collectively have recent, relevant experience in risk management, finance, and assurance. The membership may include up to two co-opted members who are not full Governors, appointed for their specific skills and experience. Co-opted members shall have voting rights and contribute toward the quorum on the committee.

The quorum for meetings of the Committee shall be four, three of whom must be Members of the Corporation.

Neither the Chair of Governors nor the Principal/Chief Executive shall be members of the Audit Committee, but are eligible to attend by invitation.

A Member of the Board may not sit on both this Committee and the Policy & Resources Committee.

Student Members will not be eligible for appointment to this Committee, but Staff Members will be eligible, so long as the Staff Member is not a member of the Finance Department of the College.

The Clerk to the Corporation shall act as Clerk to the Committee.

Appointments of co-opted members will be for a term not exceeding four years.

Chair

The Chair of the Committee will be selected by the members of the Committee and shall be appointed for a term of one year. The Committee will appoint the Chair of the Committee at the first meeting of each academic year. The retiring Chair will be eligible for re-appointment. In his/her absence from a meeting, the Committee will appoint another member of the Committee (excluding a co-opted member) to act as Chair of the Meeting.

The Committee may appoint a vice-Chair, who shall deputise for the Chair if the Chair is unavailable.

Attendance by other parties

The IAS (if one is appointed) will normally attend every meeting of the Committee and the financial statements auditor and regularity auditor will attend as necessary. Other third parties or advisers may attend meetings at the invitation of the Chair. All such persons will be entitled to speak at the meeting, but not to vote.

There shall be a standing invitation for the Principal and Chief Executive, the Deputy Principal and Chief Executive to attend meetings of the Committee and other members of the College Finance Team may attend on specific invitation.

Powers

The Committee shall not have an executive role, and shall be advisory to the Board of Governors only.

The Committee shall report and make recommendations to the Board of Governors through its minutes.

Frequency of meetings

The Committee shall meet at least once per academic term.

Curriculum & Quality Committee

Objectives

To monitor all educational activities, including Higher Education and apprenticeship arrangements, the achievement of students and the learning experience generally, and to challenge, where necessary.

To consider the determination of the Quality Strategy for the College (FE/HE) (as required by Article 3(1)(b) of the Articles of Government).

To request and review appropriate quantitative and qualitative data on the College's whole learning structure, including verifying auditable outcomes of courses and curriculum areas and examining the general trends and experiences of the Student Body.

Terms of Reference

- To determine and recommend to the Board the Quality Strategy for the College (FE/HE) for approval
- To oversee arrangements for the Annual College Self- Assessment Report.
- To scrutinise and recommend approval to the Board of the annual Quality Improvement Plan and to monitor its achievement, with a particular focus on its impact
- To review and monitor, including benchmarking against other Colleges, where relevant, on a regular basis measurement of College performance in line with targets set in the College Strategic and Operational Plans designed to raise the quality of teaching and learning, including, but not limited to, achievement rates, attendance levels and retention; and to receive reports in this connection
- To review and monitor, on a regular basis, Higher Education student recruitment, conversion, retention and success rates, attendance levels, progression and destinations against set targets
- To consider proposals for major structural changes in the curriculum offer and the means of its delivery (including staffing and physical locations)
- To advise the Board and other Committees on matters concerning the quality and effectiveness of the curriculum (14-16, 16-19, 19+ and apprenticeship) both individually and collectively, noting that 19+ includes employer responsiveness, adult responsiveness, Higher Education, apprenticeship and international provision
- To oversee and monitor policy and practice relating to the safeguarding of young people and vulnerable adults, and to advise the Board accordingly.
- To receive presentations from relevant staff of curriculum delivery and developments in various areas and at each Campus
- To consider and advise on matters which may be referred by the Board to the Committee
- To monitor the Governor Links programme whereby Board Members become attached to a College Department in order to widen their knowledge of College activities.

Membership

The Committee shall comprise up to eight members, including the Principal and Chief Executive, the academic staff governor and one or both student governors.

The quorum for meetings of the Committee shall be four.

The Clerk to the Corporation shall act as Clerk to the Committee.

Chair

The Chair and Vice Chair of the Committee will be selected by the members of the Committee and shall be appointed for a term of one year. The Committee will appoint the Chair and Vice Chair of the Committee at the first meeting of each academic year. The retiring Chair and Vice Chair will be eligible for re-appointment. In the absence from a meeting of both the Chair and Vice Chair the Committee will appoint another member of the Committee to act as Chair of the Meeting.

Neither the Chair or the Vice Chair of the Committee will be the Principal & Chief Executive.

There will be a standing invitation for all members of the Senior Leadership Team to attend meetings of the Committee. Members of the College Curriculum team may also attend on specific invitation.

Powers

Advisory

Policy & Resources Committee

Objectives

The Corporation has established a Policy and Resources Committee with responsibilities for finance, capital builds and estates and HR/employment matters. The Corporation **delegates** powers and assigns responsibilities to the Committee, as set out below:

a. Capital Builds and Estates:

To review the College Accommodation Strategy and make recommendations to the Corporation.

b. Finance:

To formulate guidelines for, and oversee the discharge, the Corporation's responsibilities for the proper management of the resources and assets of the College, and any subsidiary and joint venture companies.

To ensure that the requirements of the Financial Memorandum with the Skills Funding Agency and any requirements of other Government agencies to maintain financial solvency are fulfilled and to ensure the proper expenditure of public monies.

c. Human Resources:

To consider and make recommendations to the Corporation in relation to the College human resources strategy and planning.

To formulate a policy framework for the pay and conditions of staff.

d. General

To determine all other matters which are not reserved functions of the Corporation under Articles 3, 9 or 10 of the Articles of Government or which are not delegated to other Committees, to the Chair of the Corporation or to the Principal and Chief Executive.

Further, the Policy & Resources Committee may also delegate its powers as appropriate to the Chair of the Corporation, the Principal and Chief Executive or a sub-committee. The Corporation may, from time to time, seek advice from this Committee and the Clerk to the Corporation in connection with non-delegable functions.

Terms of Reference

a. Capital Builds and Estates

To advise the Corporation on the financial implications of any proposed capital projects
To approve a planned programme of building maintenance and minor works within the budget allocated by the Corporation and monitor performance against the plan, including making virements within that programme

To review the condition of all buildings within the College's estate (whether owned or leased) and make recommendations to the Corporation for improvements and adaptations where necessary

To review the College's energy efficiency and sustainability arrangements, having taken relevant professional advice, and make recommendations to the Corporation

To examine and scrutinise contracts for proposed new Capital Builds for the College and recommend their approval to the Corporation, including, but not limited to, oversight of the tendering process and any other requirements in that connection required by the Financial Regulations

To monitor the performance of contracts for major Capital Builds and building related works generally

To authorise the utilisation of external consultants and advisers to support the construction, planning and legal aspects of Capital Builds and Estates projects
Such other matters that may be delegated by the Corporation in connection with capital works, which will not include those responsibilities, listed under paragraphs 3, 9 and 10 of the Articles of Government

b. Finance

To oversee the application of the College's Financial Regulations and financial procedures, including considering proposed amendments to the Regulations and make recommendations to the Corporation

To consider and make recommendations to the Corporation on the annual estimates of income and expenditure and other budgets, including capital expenditure

To consider, review and report on the periodic management accounts of the Corporation (and of subsidiary trading companies or joint ventures)

To consider and make recommendations to the Corporation on the solvency of the College and the safeguarding of its assets (including insurance cover and the disposal of assets)

To review the audited annual report and accounts of the College and its subsidiary company and joint venture and to make recommendations to the Corporation

To advise the Corporation generally on investments, borrowings and taxation issues, taking appropriate advice from external sources

To determine the policy for the setting of tuition and other fees

To authorise significant expenditure included in the overall budget allocations (both capital and revenue) or to authorise variations within budget allocations in accordance with the provisions of the Financial Regulations

To establish Finance KPIs annually and monitor actual performance against them.

To receive reports from the Principal & Chief Executive in accordance with Section 13.3 of the Financial Regulations regarding any unbudgeted expenditure or overruns in budgeted expenditure

c. Human Resources

To consider and make strategic recommendations to the Corporation relating to Human Resources issues in support of the College Strategic Plan and generally review the risks arising from Human Resource issues

To monitor and evaluate the College's staffing profile and performance indicators in the light of strategic needs

To monitor and evaluate the human resource function with regard to compliance with legislative requirements and organisational needs

To monitor and evaluate the effectiveness of the Staff Development programme to determine the impact on organisational success

To review the results of staff surveys and plans developed by the College in response to the results thereof

Membership

The Committee shall comprise up to eight Board Members, including the Principal and Chief Executive and the Chair of the Corporation, and one co-opted Member.

The quorum for meetings of the Committee shall be four, of which three must be Board Members.

A Member of the Board may not sit on this Committee and the Audit & Risk Committee at the same time.

Student Members will not be eligible for appointment to the Policy & Resources Committee.

The Clerk to the Corporation shall act as Clerk to the Committee.

Chair

The Chair of the Committee will be selected by the members of the Committee and shall be appointed for a term of one year. The Committee will appoint the Chair of the Committee at the first meeting of each academic year. The retiring Chair will be eligible for re-appointment. In his/her absence from a meeting, the Committee will appoint another member of the Committee to act as Chair of the Meeting.

The Committee may appoint a Vice Chair other than the Principal & Chief Executive, to act in the absence of the Chair.

The Committee may invite the Corporation's advisers or other third parties to attend meetings as appropriate, at the invitation of the Chair. Such persons will be entitled to speak at the Meeting, but not to vote.

There shall be a standing invitation for all members of the Senior Leadership Team to attend meetings of the Committee. Members of the College Finance Team may also attend on specific invitation.

Powers

Delegated and advisory in relation to finance, asset management and employment matters.

Remuneration Committee

Terms of Reference

- To determine the remuneration of designated Senior Postholders (taking into account evidence of remuneration levels at comparable Colleges, the performance of the individual and of the College against established targets, and the College's overall financial position) and make recommendations to the Corporation
- To make arrangements for the appraisal and development of Senior Postholders, including the setting of agreed performance targets
- To review the terms and conditions, contracted hours and levels of pay for the provision of clerking services to the Corporation and make recommendations to the Corporation
- To review the performance of the Clerk to the Corporation, including the setting of agreed targets.
- To discharge any authority or responsibility of the Corporation in respect of discipline or grievances of Senior Postholders, including constituting the pool of Members from whom a Special Committee established under the Articles of Government shall be drawn, except that any other eligible Member may be co-opted for this purpose in the event of insufficient members of the Remuneration Committee being eligible or available

Membership

The Committee shall comprise five external governors, including the Chair and of the Corporation and others selected for skills and experience.

Student Members, Staff Members and the Principal and Chief Executive will not be eligible for appointment to the Committee.

The quorum of the Committee shall be three.

Chair

The Chair of the Committee will be selected by the members of the Committee and shall be appointed/reappointed for a term of one year at the first meeting of the academic year. The Committee Chair shall not be the Chair of the Corporation.

In the absence of the Committee Chair, the meeting will be chaired by another external member of the Committee who shall not be the Chair of the Corporation.

Attendance

The Clerk to the Corporation shall act as Clerk to the Committee but will leave the meeting whilst his/her performance and contractual terms are discussed. The Chair will provide the Clerk with a summary of those discussions for inclusion in the minutes.

The Principal and Chief Executive will attend those parts of meetings of the Committee which are concerned with the appraisal and remuneration of Senior Postholders (other than his/her own position) and advise the Committee in that regard.

No other persons shall be entitled to attend meetings of the Committee except at the invitation of the Committee.

Powers and reporting

Advisory. The Corporation shall not make any decisions regarding the remuneration of Senior Postholders without considering the advice of this Committee.

The Committee shall report to the Corporation through its minutes as a confidential item, without staff or student governors, and staff in attendance present.

Search and Governance Committee

Terms of Reference

- To advise on governance arrangements and protocols and make recommendations to the Corporation
- To advise of the appointment of Corporation Members
- To advise on the co-option of co-opted members of the Corporation and any of its Committees
- To determine and oversee the nomination and election process for staff and student Members of the Corporation
- To review the membership of the Committees of the Corporation on an annual basis at the last meeting of the Committee for the academic year and to make recommendations to the Corporation for consideration at their July meeting as to the composition of the Committees of the Corporation for the next academic year
- To advise on such other matters relating to membership, appointments and governance generally as the Corporation may remit to the Committee
- To keep under review requirements for appointment or re-appointment of Members of the Corporation, including number, composition and balance of interests (including geographic coverage) represented on the Corporation and Committees.
- To be responsible for oversight and implementation of arrangements to recruit, inform and interview potential Members in line with Corporation policy and to review the contribution of existing Members eligible for re-appointment and to make recommendations to the Corporation

- To be responsible, when a vacancy in the membership of the Corporation is anticipated or identified, for researching suitable candidates either by the placing of an open advertisement in regional or local media or by initiating searches with relevant interested bodies
- To interview potential Members of the Corporation usually through a panel of two or three Members (who need not be members of this Committee but excluding student members) and conduct said interviews in an informal manner (but within a formal framework, scoring understanding and potential to contribute to the work of the Corporation with regard to a schedule of relevant issues and perceived skills requirements determined by the Committee from time to time). The Committee will assess possible candidates as to their suitability for appointment to the Board in accordance with the criteria mentioned above including DBS checks, appropriate safeguarding training and confidential references
- To review governor take up of training and development annually, and to agree a training and development plan for each academic year
- To oversee arrangements for Board self assessment, and to monitor the implementation of any actions on behalf of the Board.
- To set KPIs for the Committee as determined by the Committee on an annual basis and monitor those KPIs, reporting to the Board annually.

Membership

The Committee shall comprise up to six members of the Corporation and will normally include the Chair-of the Corporation and the Principal and Chief Executive.

Student members of the Corporation will not be eligible for appointment to the Committee.

The quorum of the Committee will be three.

Chair

The Chair of the Committee will be selected by the Members of the Committee and shall be appointed for a term of one year. The Committee will appoint the Chair of the Committee at the first meeting of each academic year. The retiring Chair will be eligible for re-appointment. In his/her absence from a meeting, the Committee will appoint another member of the Committee to act as Chair-of the Meeting.

No person other than a member of the Committee or the Clerk to the Corporation shall be entitled to attend meeting of the Committee except at the invitation of the Committee.

Powers

Advisory, but the Corporation will not appoint or re-appoint any Member of the Corporation (other than the Principal and Chief Executive) or a co-opted member of a Committee unless it has first considered the advice of this Committee. Appointments shall be made in accordance with the Instrument and Articles of Government and the Corporation Governance and Delegation of Powers.